

SEP 11 '06

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SURFACE TRANSPORTATION BOARD

Law Offices of
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600 Baltimore Avenue
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Towson, MD 21204
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September 11, 2006

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Agreement, a secondary document, dated as of September 11, 2006. The primary document to which this is connected is recorded under Recordation No. 26320. We request that the copy of this document be recorded under Recordation No. 26320-O.

The names and addresses of the parties to the Memorandum of Assignment and Agreement are:

Assignor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson MD 21204

Assignee:

John Hancock Leasing Corporation
197 Clarendon Street, C-2
Boston, MA 02116

A description of the equipment covered by the Memorandum of Assignment and Agreement consists of one GP-38-2 locomotive numbered BNSF 2038.

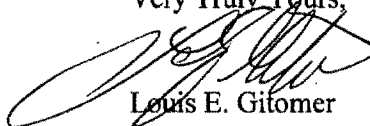
Honorable Vernon A. Williams
September 11, 2006
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A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson MD 21204, and John Hancock Leasing Corporation, 197 Clarendon Street, C-2, Boston, MA 02116, covering one GP-38-2 locomotive numbered BNSF 2038.

Very Truly Yours,

A handwritten signature in dark ink, appearing to be 'L. Gitomer', written over a horizontal line.

Louis E. Gitomer

Enclosures

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MEMORANDUM OF ASSIGNMENT AND AGREEMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Agreement is dated as of September 11, 2006 by and between LASALLE NATIONAL LEASING CORPORATION ("LASALLE"), One West Pennsylvania Avenue, Towson, MD 21204, the assignor, and JOHN HANCOCK LEASING CORPORATION, 197 Clarendon Street, C-2, Boston, MA 02116 ("JOHN HANCOCK"), the assignee.

WITNESSETH:

1. LASALLE, as lessor, entered into a Locomotive Lease Agreement (the "Lease") dated as of April 25, 2006 by and among LASALLE, as lessor, National Railway Equipment Company, and BNSF Railway Company, as lessee, for certain locomotives identified in the Attachment (the "Locomotives") to lessee. A Memorandum of Lease dated as of May 11, 2006 was recorded on May 12, 2006 at the Surface Transportation Board (the "Board") under Recordation No. 26320-A.

2. LASALLE and JOHN HANCOCK have entered a Master Assignment Agreement dated as of July 24, 2006, which is evidenced by this Memorandum of Assignment and Agreement with respect to the Locomotives.


3. This Memorandum of Assignment and Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Agreement to be executed by their duly authorized officers as of the date first written above.

LASALLE NATIONAL LEASING
CORPORATION
as Assignor

By: 
Name: JAMES A. VLK
Title: SENIOR VICE PRESIDENT

JOHN HANCOCK LEASING CORPORATION
as Assignee

By: 
Name: DAVID STANTON
Title: VICE PRESIDENT

STATE OF Maryland)
) ss
COUNTY OF Baltimore)

On this 10th day of September, 2006, before me personally appeared James A. Vik, to me personally known, who being by me duly sworn, says that (s)he is the Senior Vice President, of LaSalle National Leasing Corporation that the foregoing instrument was signed on behalf of said limited liability corporation, and (s)he acknowledged that the execution of the said instrument was his free act and deed.



NOTARY PUBLIC

My commission expires: 10/1/07

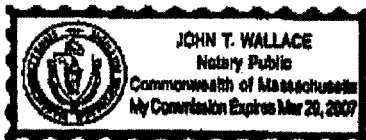
REGINA M. MCMANUS
NOTARY PUBLIC
BALTIMORE COUNTY

COMMONWEALTH OF MASSACHUSETTS)
) ss
COUNTY OF Suffolk)

On this 11th day of September, 2006, before me personally appeared Daniel S. Gordon, to me personally known, who being by me duly sworn, says that he is the Vice President, of John Hancock Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires:



ATTACHMENT

- One (1) Locomotive numbered BNSF 2038